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**Exhibit A**  
**Certification**

Kate Dyer (Bar No. 171891)  
CLARENCE DYER & COHEN LLP  
899 Ellis Street  
San Francisco, California 94109  
Telephone: (415) 749-1800  
Facsimile: (415) 749-1694  
[kdyer@clarencedyer.com](mailto:kdyer@clarencedyer.com)

*Special Counsel to Debtors  
and Reorganized Debtors*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric  
Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead  
Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**CERTIFICATION OF KATE DYER IN  
SUPPORT OF FIRST INTERIM AND FINAL  
FEE APPLICATION OF CLARENCE DYER  
& COHEN LLP FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FROM  
FEBRUARY 1, 2020 THROUGH JULY 1, 2020**

1 I, Kate Dyer, hereby certify that:

2 1. I am attorney licensed to practice law in the State of California. I am a partner  
3 with the applicant firm Clarence Dyer & Cohen (“**CDC**” or the “**Firm**”), Special Counsel to  
4 PG&E Corporation and Pacific Gas and Electric Company (collectively, the “**Debtors**”) in  
5 connection with the above-referenced chapter 11 cases (the “**Chapter 11 Cases**”), and involved  
6 with the representation of Debtors in various litigation matters.

7 2. I am familiar with the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing  
8 Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket  
9 No. 701] (the “**Interim Compensation Order**”), the Guidelines for Compensation and Expense  
10 Reimbursement of Professionals and Trustees for the Northern District of California, dated  
11 February 19, 2014 (the “**Local Guidelines**”), the U.S. Trustee Guidelines for Reviewing  
12 Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by  
13 Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “**U.S. Trustee**  
14 **Guidelines**”), the revised Fee Examiner Protocol for Chapter 11 Cases of PG&E Corporation and  
15 Pacific Gas and Electric Company [Docket No. 4473-1] filed on October 24, 2019 (the “**Revised**  
16 **Protocol**,” and, together with the Local Guidelines and the U.S. Trustee Guidelines, the “**Fee**  
17 **Guidelines**”), the Amended Order Granting Fee Examiner’s Motion to Approve Fee Procedures  
18 [Docket No. 5168] entered on December 18, 2019 (the “**Amended Fee Procedures Order**”), and  
19 the *Second Amended Order Granting Fee Examiner’s Motion to Approve Fee Procedures* [Docket  
20 No. 5572] entered January 30, 2020 (the “**Second Amended Fee Procedures Order**”).

21 3. This Certification is made in connection with CDC’s First Interim and Final Fee  
22 Application, dated August 30, 2020 (the “**Application**”), for compensation and reimbursement of  
23 expenses for the period commencing February 1, 2020 through and including July 1, 2020 (the  
24 “Compensation Period”).

25 4. Pursuant to the Local Guidelines, I certify that:

- 26 a. I have read the Application;
- 27 b. To the best of my knowledge, information and belief formed
- 28 after reasonable inquiry, except as set forth in the Application,

1 the compensation and expense reimbursement sought in the  
2 Application fall within the Local Guidelines; and

- 3 c. The compensation requested in the Application has been billed at  
4 hourly rates significantly lower than the rates CDC's generally  
charges and are generally accepted by CDC's clients.

5 5. There is no agreement or understanding between CDC and any other person other  
6 than the partners of the Firm for the sharing of compensation to be received for services rendered  
7 in these cases.

8 6. As required by the Northern District Guidelines, CDC has sent billing statements to  
9 the Debtors on a monthly basis during these Chapter 11 cases. I certify that the Debtors, counsel  
10 for each of the Official Committees and the U.S. Trustee are each being provided with a copy of  
11 the Application in accordance with the Interim Compensation Order.

12 7. Attached as **Exhibit 1** is a true and correct copy of a letter transmitting the  
13 Application to the Debtors and advising them of their rights to review and object to the  
14 compensation and expense reimbursement sought. To the best of my knowledge, information,  
15 and belief, this letter was transmitted to the Debtors by electronic mail on August 30, 2020.

16 8. CDC responds the questions identified in the U.S. Trustee Guidelines as follows:

17 **Question 1:** Did you agree to any variations from, or alternatives to, your standard or  
18 customary billing rates, fees or terms for services pertaining to this engagement that were  
19 provided during the application period? If so, please explain.

20 **Answer:** No. CDC billed Debtors in accordance with terms and conditions and billing  
21 procedures set forth in the Master Services Agreement between PG&E and CDC, dated January 8,  
22 2018, as amended by an Addendum, dated November 18, 2019 (collectively, the "**Engagement**  
23 **Agreement**").

24 **Question 2:** If the fees sought in the Interim Application as compared to the fees  
25 budgeted for the time period covered by the Interim Application are higher by 10% or more, did  
26 the Firm discuss the reasons for the variation with the client?

27 **Answer:** N/A. Debtors provide annual budgets to CDC for some (but not all) of the  
28 matters CDC handles for them. These budgets are subject to periodic review and adjustments by

1 the Debtors during the course of each year. To the extent the Debtors have provided current  
2 budgets to CDC for the matters CDC is handling for them, they have been adjusted to cover all  
3 fees and expenses incurred during the Compensation Period.

4 **Question 3:** Have any of the professionals included in the Interim Application varied  
5 their hourly rate based on geographic location of the Chapter 11 Cases?

6 **Answer:** No.

7 **Question 4:** Does the Interim Application include time or fees related to reviewing or  
8 revising time records or preparing, reviewing or revising invoices? If so, please quantify by hours  
9 and fees.

10 **Answer:** No.

11 **Question 5:** Does the Interim Application include time or fees for reviewing time records  
12 to redact any privileged or other confidential information? If so, please quantify hours and fees.

13 **Answer:** No.

14 **Question 6:** Does the Interim Application include any rate increases since the Firm's  
15 retention in this case? If so, did the client review and approve those rate increases in advance?  
16 Did the client agree when retaining the law firm to accept all future rate increases?

17 **Answer:** No.

18 I declare under penalty of perjury under the laws of the State of California that the  
19 foregoing is true and correct. Executed this 30th day of August 2020, in San Francisco,  
20 California.

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22   
23 Kate Dyer

**EXHIBIT 1**

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**CLARENCE**

**DYER &**

**COHEN LLP**

ATTORNEYS AT LAW

Nanci L. Clarence  
Kate Dyer  
Josh A. Cohen  
Shaneeda Jaffer  
Adam F. Shearer  
Jonathan Baum

VIA EMAIL *John.Simon@pge-corp.com*

August 30, 2020

Mr. John Simon  
Executive Vice President, General Counsel and Chief Compliance Officer  
PG&E Corporation  
77 Beale Street  
P.O. Box 770000  
San Francisco, CA 94177

**Re: In re PG&E Corporation and Pacific Gas and Electric  
Company**

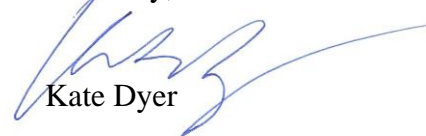
Dear John,

Please find attached for your review copies of the *First Interim and Final Fee Application of Clarence Dyer & Cohen LLP for Allowance and Payment of Compensation and Reimbursement of Expenses from February 1, 2020 through July 1, 2020* and my Certification in support of the application.

The Court's Guidelines for Compensation and Expense Reimbursement of Professionals and Trustees provide that a debtor in possession, a trustee or an official committee must exercise reasonable business judgment in monitoring the fees and expenses of the estate's professionals. We invite you to discuss any objections, concerns or questions you may have with us. The Office of the United State Trustee also will accept your comments, and the Court will consider timely filed objections by any party in interest at the time of the hearing on the application.

If you have any questions or comments, please do not hesitate to contact me.

Sincerely,



Kate Dyer

Attachment

cc: Tyson Smith, Esq. (with attachment)